

AEROHIVE NETWORKS, INC
 Form 3
 March 27, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KPCB XII Associates, LLC</p> <p>(Last) (First) (Middle)</p> <p>2750 SAND HILL ROAD</p> <p>(Street)</p> <p>MENLO PARK, Â CA Â 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/27/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AEROHIVE NETWORKS, INC [HIVE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|---|--|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|---|---|--|--|

| | | | | | | | |
|--------------------------|--------------|--------------|--------------|-----------|---------------|---|--|
| Series B Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 2,161,567 | \$ <u>(1)</u> | I | See Footnotes <u>(3)</u> <u>(4)</u> |
| Series C Preferred Stock | Â <u>(5)</u> | Â <u>(2)</u> | Common Stock | 1,247,493 | \$ <u>(5)</u> | I | See Footnotes <u>(4)</u> <u>(6)</u> |
| Series D Preferred Stock | Â <u>(5)</u> | Â <u>(2)</u> | Common Stock | 366,247 | \$ <u>(5)</u> | I | See Footnotes <u>(4)</u> <u>(7)</u> |
| Series E Preferred Stock | Â <u>(5)</u> | Â <u>(2)</u> | Common Stock | 192,618 | \$ <u>(5)</u> | I | See Footnotes <u>(4)</u> <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KPCB XII Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| KPCB XII Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| KLEINER PERKINS CAUFIELD & BYERS XII, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

/s/ Paul Vronsky, General Counsel 03/27/2014

 Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel 03/27/2014

 Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel 03/27/2014

 Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 1,925,158 outstanding shares of Series B Preferred Stock shall automatically convert into 2,161,567 shares of Common Stock, on a 1.1228-for-one basis, immediately prior to the closing of the Issuer's initial public offering.

(2) Not applicable.

(3) Kleiner Perkins Caufield & Byers XII, LLC ("KPCB XII") owns 1,712,621 shares of Series B Preferred Stock. KPCB XII Founders Fund, LLC ("KPCB XII Founders") owns 179,809 shares of Series B Preferred Stock. Excludes 32,728 shares of Series B Preferred Stock in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

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- (4) The managing member of KPCB XII and KPCB XII Founders is KPCB XII Associates, LLC ("XII Associates"). The voting and dispositive control over the shares is shared by individual managing directors of XII Associates, none of whom has veto power.
- (5) The Series C, Series D and Series E Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.
- (6) KPCB XII owns 1,116,756 shares. KPCB XII Founders owns 116,516 shares. Excludes 14,221 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (7) KPCB XII owns 327,864 shares. KPCB XII Founders owns 34,208 shares. Excludes 4,175 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (8) KPCB XII owns 172,432 shares. KPCB XII Founders owns 17,990 shares. Excludes 2,196 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

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Remarks:

The Reporting Persons disclaim beneficial ownership of these shares except to the extent of any percentage of the total number of shares of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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